

PostNL Group Procedure on Whistleblowing

PostNL Group Procedure on Whistleblowing
Approved by the Board of Management in 06/2011

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Date
01-06-2011

Author
Audit & Security

Version
Final
Direct telephone no.
+31 (0)88 8687320

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1 Introduction

PostNL is committed to sound business conduct and therefore manages its business according to the PostNL standards and the PostNL Business Principles, which require an ethical and transparent way of conducting business.

The Dutch Corporate Governance Code and international corporate governance rules, require the Supervisory Board (through the Audit Committee) and the Board of Management respectively to establish procedures for complaints regarding accounting and audit matters, as well as alleged irregularities of a general, operational and financial nature in the company. These obligations have been implemented in the Bylaws of the Supervisory Board and the Board of Management respectively.

The Board of Management has established the PostNL Group Procedure on Whistleblowing which is set out in the PostNL Business Principles.

This procedure clarifies the rights and obligations of

- 1) any employee who makes a report under the PostNL Group Procedure on Whistleblowing,
- 2) any member of management who receives such report, and
- 3) PostNL as a company.

The Board of Management and the Audit Committee have delegated their responsibility for day-to-day management of this procedure to the office of the Director Audit and Security

2 PostNL Group Procedure on Whistleblowing in PostNL Business Principles

PostNL encourages all employees to promptly report any breach or suspected breach of any law, regulation, the PostNL Business Principles or other company policies and procedures or any other alleged irregularities.

PostNL investigates reports promptly and with strict confidentiality, and will not retaliate or undertake action against employees for filing a report or assisting another employee in doing so. However, intentionally making a false whistleblower report will lead to disciplinary action.

3 Scope

This procedure applies to all employees of all PostNL Group Companies.

4 Non-exclusive procedure

The PostNL Group Procedure on Whistleblowing does not replace any existing or future PostNL policy or procedure and is in addition to the procedures established or to be

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established relating to grievances regarding employment, customer service complaints or any other matter covered by another more specific PostNL policy or procedure. In the event there is a conflict between the provisions of this procedure and the PostNL Group Policy on Fraud Prevention, the provisions of this procedure will prevail.

5 Definition of breach

A breach under this procedure includes any:

- a. breach or suspected breach of any law, regulation, the PostNL Business Principles or other company policies and procedures or any other alleged irregularities, and/or
- b. acts of fraud or suspected acts of fraud as defined under the PostNL Group Policy on Fraud Prevention, and/or
- c. questionable accounting, internal accounting controls or audit matters, and/or
- d. alleged irregularities concerning the functioning of the members of the Board of Management, the Supervisory Board, including its committees, or the staff of PostNL Audit and Security.

These breaches are hereinafter referred to as "Breach".

6 Reporting

a) Breach

Employees are encouraged to promptly report to their line manager or management any Breach they reasonably believe has taken place, is taking place or will take place. However, if the Breach relates to alleged irregularities concerning the functioning of the members of the Board of Management, the Supervisory Board, including its committees, or the staff of PostNL Audit and Security, the special procedures as set out under c) and d) of this paragraph shall apply.

If reporting to (line-)management is not possible or the employee does not feel able to do so, he / she can raise their concern with the Director Audit and Security directly by regular mail, email, fax, phone or in person.

Contact information:

PostNL Audit and Security
P.O. Box 30250
2500 GG 's Gravenhage
The Netherlands

E-mail integrity@postnl.com

Telephone +31 (0)88 868 6116
Fax +31 (0)88 868 9009

b) Breach relating to accounting or audit related matters

In addition to reporting a Breach to the line manager, management or Director Audit and Security, if the Breach relates to questionable accounting practices (internally and externally), internal accounting controls or any audit related matters, the employee may also directly report to the Audit Committee by regular mail, email or by phone.

Contact information:

Audit Committee of PostNL N.V.
c/o PostNL Corporate Secretary
Prinses Beatrixlaan 23

2595 AK 's Gravenhage
The Netherlands

E-mail corporatesecretary@postnl.com

Telephone +31 (0)88 868 8352

c) Breach relating to Board of Management, Supervisory Board or its committees.

To Chairman of Supervisory Board

If the Breach relates to alleged irregularities regarding the functioning of the members of the Board of Management, the Supervisory Board, including any of its committees, the employee shall report exclusively and directly to the Chairman of the Supervisory Board by regular mail, email, fax, phone or in person.

Contact information:

Chairman of the Supervisory Board of PostNL N.V.
c/o Director Audit and Security
P.O. Box 30250
2500 GG 's Gravenhage
The Netherlands

E-mail internalaudit@postnl.com

Telephone +31 (0)88 868 7320
Fax +31 (0)88 868 7637

To Vice Chairman of Supervisory Board

If the Breach relates to alleged irregularities regarding the functioning of the Chairman of the Supervisory Board, the employee shall report exclusively and directly to the Vice Chairman of the Supervisory Board.

Contact information:

Vice Chairman of the Supervisory Board of PostNL N.V.
c/o Director Audit and Security
P.O. Box 30250
2500 GG 's Gravenhage
The Netherlands

E-mail internalaudit@postnl.com

Telephone +31 (0)88 868 7320
Fax +31 (0)88 868 7637

d) Breach relating to Audit and Security

If the Breach relates to alleged irregularities regarding the functioning of the Director Audit and Security or the staff of PostNL Group Audit and Security, the employee shall report exclusively and directly to the Chairman of the Audit Committee.

Contact information:

Audit Committee of PostNL N.V.
c/o PostNL Corporate Secretary
Prinses Beatrixlaan 23
2595 AK 's Gravenhage
The Netherlands
E-mail corporatesecretary@postnl.com
Telephone +31 (0)88 868 8352

7 Content of report

To assist PostNL in its response to or the investigation of a report of Breach, the report should contain as much information as possible, including the person(s) involved, any witnesses and the location of any other information that would assist PostNL in investigating the Breach.

8 Acknowledgement of report

If a report of Breach was received by the Director Audit and Security, the Director Audit and Security will acknowledge receipt of the report of Breach to the whistleblower within three (3) working days of its receipt, unless the whistleblower left no response details.

If a report of Breach is received by (line-)management, the Director Audit and Security will be informed by email or fax of any report received (whether made anonymously or not) within 48 hours after receipt of such report. The Director Audit and Security will acknowledge receipt of the report of Breach to the whistleblower within three (3) working days of its receipt, unless management has already acknowledged the report or the report was made anonymously.

9 Anonymity

PostNL encourages employees to report any Breach directly and openly to their line-manager, management or the Director Audit and Security. It is possible to file a report anonymously. However, please note that anonymous reporting may hinder or complicate any investigation that may follow and may prevent appropriate action from being taken.

10 Confidentiality

All reports of a Breach will be handled in a confidential manner. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation of the report and to perform subsequent remedial measures.

Employees shall avoid any form of external or internal publicity concerning any Breach they might want to report or have reported, unless required to do so by law.

11 Protection

Any employee who reports a Breach, which the employee reasonably believes, or may reasonably believe, to be true, will be given protection for such reporting.

This protection means that PostNL will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment.

PostNL does not tolerate any form of threat, retaliation or other action against an employee who has made or assisted in the making of a report of Breach. Any such threat, retaliation or other action must immediately be reported to the Director Audit and Security.

12 False reporting

PostNL will not tolerate false reports of a Breach.

If an employee makes a report of a Breach which he or she knows or reasonably should know to be false, he/she will be subject to disciplinary action which may involve termination of employment. False reporting could also lead to civil or criminal prosecution.

The employee may be liable for damages towards anyone who has suffered from a false report. PostNL does not indemnify or reimburse any employee who has made a false report for costs or other consequences related to such false reporting.

13 Investigation

The following procedure is put in place to ensure that evidence of a Breach is secured in an appropriate manner and that the possibilities for recovery of funds or damages by PostNL and/or local entities are protected as much as possible.

Director Security

If the report of a Breach bears enough justification, an investigation or enquiries will commence. Unless handled directly by the Chairman of the Audit Committee or the (Vice) Chairman of the Supervisory Board, investigation of reports of a Breach will be the responsibility of the Director Security.

Management of the entity involved will be consulted as much as possible unless directly/indirectly implicated, in which case management at a higher level will be consulted.

The Director Security, in close consultation with the Director Audit and Security may involve appropriate persons within Audit Services or any other (external) specialists as required.

Management

Neither management nor employees are allowed to conduct or initiate otherwise any investigation (independent or other) or to take any action against a Breach or the suspected persons without the authorisation of the Chairman of the Integrity Committee.

Evidence

Evidence and documentation shall be preserved as per the instructions of the Director Security in accordance with reporting instructions/requirements, disciplinary procedures and applicable local legislation.

Co-operation

Management is obligated to fully co-operate with and assist the investigators and other parties engaged to investigate a Breach. PostNL expects management at all levels to handle all matters concerning a Breach seriously, confidentially and promptly.

14 Feedback

Any employee making a whistleblower report may receive general information on the closing of the investigation and its outcome, unless giving such feedback would be detrimental to the investigation.

15 Records

The Director Audit and Security will maintain a log of all reports received by her/him, tracking their receipt, investigation and resolution, and shall prepare periodic summary reports thereof for the Integrity Committee. Copies of reports and such log will be maintained in accordance with applicable legal requirements.

16 Disciplinary action

Employees suspected of a Breach will not be considered guilty unless the allegations or suspicions have been proven and they have been given the opportunity to defend themselves.

It is the responsibility of management to implement any measures (disciplinary or otherwise) deemed necessary as a result of established Breach incidents in conjunction with the recommendations of the Integrity Committee.

If and when such measures deviate from those recommended by the Integrity Committee, they will require the prior approval of the Board of Management and/or of the Chairman of the Audit Committee and/or of the Chairman of the Supervisory Board, as the case may be.

17 Direct reports to Audit Committee or (Vice) Chairman of Supervisory Board

In case of reporting directly to the Chairman of the Audit Committee or the (Vice) Chairman of the Supervisory Board, the persons or committee handling the report will abide by this procedure as much as possible. The employee making the report will be afforded all protections provided under this procedure.

18 Reporting to Board of Management, Supervisory Board and/or Audit Committee

The Integrity Committee shall report any Breach, the investigation and conclusion thereof to the Board of Management, the Supervisory Board and/or the Audit Committee.

19 Document History

Document history

1. Approvals

Approved by	Date of approval	Version
The Board of Management	1 June 2011	1.0

2. Revisions

Name and title	Date of revision	Summary of changes
Ab Verkaik	20 May 2011	Adoption of the TNT Whistleblower Procedure of 14 February 2007, adjusted for use by PostNL; name changes and responsibilities changes.